

# **EXHIBIT 1**

To: David Kane

iMessage

Tue, Sep 24 at 4:47 AM

Good morning. This is David Kane.  
Can I give you a quick call now?

George I'm hopping on my first  
meeting. I will reach out to you when  
it's over.

Tue, Sep 24 at 7:22 AM

Hi!

Just got done with meetings

I'm available whenever

Tue, Sep 24 at 8:58 AM

Yes, we analyzed it and based on the  
financials things really do look  
rough. He needs money, has high  
interest loans out, he has large  
amounts of business loans that may  
indicate that the company has been  
struggling for some time, looks like  
he fired staff but had to do part of  
the work himself, really does not  
look good under the hood

17k in penalties paid for example -  
not sure if those were his or ones  
paid on behalf of clients

Just looks very rough

I really would call this a fire sale  
situation after talking again with my  
internal accountant who does the  
books for our other acquisition firm

I'm not quite sure. But certainly  
could develop into that. I hope you  
appreciate my transparency. The  
numbers I mentioned were not. I

To: David Kane

I'm not quite sure. But certainly could develop into that. I hope you appreciate my transparency. The numbers I mentioned were not. I expressed what I think would be the minimum he would accept on the down payment side, and I think it would be in your best interest to, maintain some flexibility to maximize the team effort.

Got it

Wed, Sep 25 at 2:28 AM

I think we could work something out but would want the payout to be spread out over a couple years & based on how the business continues to do rather than most/all of it completely up front. Unrelatedly, I would love to chat with Marc directly about some of the items that I noticed in the financials which I do not understand

Wed, Sep 25 at 3:37 AM

Good morning. Are you available for a call around 8? I have court most of the day.

Wed, Sep 25 at 4:59 AM

I sent an email. Please review. Let me know your availability for a call with Mark today. I need to get it cleared with his attorney, Ron.

Wed, Sep 25 at 11:35 AM

Just saw your message - I am reviewing in detail with Maksim

To: David Kane

Sounds good

Tue, Oct 8 at 12:16 PM

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Audio

Fri, Oct 11 at 7:30 AM

Good morning. This is attorney David Kane. Please update me on the status of the review of the Wasserman agreement. He is hopeful to close the deal on October 22.

Has it been sent to me? I was not aware.

Yes. Email

I will check.

Sat, Oct 12 at 9:22 AM

748k

Thu, Oct 17 at 2:27 PM

Good afternoon. I just wanted to touch base. As I said before Mark has fully agreed and is ready to go. His personal attorney wanted to give it one final look and said he would get it back to us all for signatures tomorrow. Sorry for the delay.

Thu, Oct 17 at 3:42 PM

No problem!

To: David Kane

Sun, Dec 1 at 8:59 PM

I just got up!

It is probably too late for you - just text me anytime in the morning

Thu, Dec 5 at 6:27 AM

George. I'm on vacation. I'll connect with you on Monday unless it's an emergency.

Thu, Dec 5 at 7:32 AM

No problem at all - I got it figured out

Enjoy your vacation!

Wed, Jan 8 at 10:43 AM

Hi!

Back in Nov we found out that Marc was taking payments into his old account instead of our new company account, thus essentially taking funds and breaking the contract. He promised to stop but the issue has continued. He is in full breach of contract territory, with both my own internal team identifying the issue as well as the on site NJ team. I am at a loss as to what to do at this point. It is creating morale issues at the office there - nobody would want to work in that environment, and my own team is not happy about it, either. What do you think?

I am sorry to hear about that. It is quite shocking to me. When a